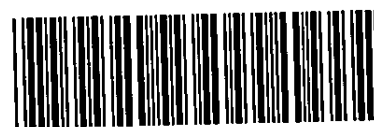


PandoraExpress 2 Ltd
(Registered Number: 4688647)

Directors' Report and Financial Statements

52 weeks ended 29 June 2008

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PandoraExpress 2 Ltd

Annual report and financial statements for the period ended 29 June 2008

Directors H Smyth
J Freeman

Secretary J Freeman

Registered Office Hunton House, Highbridge Estate, Oxford Road, Uxbridge, UB8 1LX

Company Number 4688647

Independent Auditors PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors,
First Point, Buckingham Gate, Gatwick, RH6 0PP

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PandoraExpress 2 Ltd

Directors' Report

The directors present their report together with the audited financial statements for the 52 weeks ended 29 June 2008 for the Company.

Business review and principal activity

The principal activity of the Company is that of a holding company.

Results and Dividends

The Company's profit for the year, after taxation for the period amounted to £489,000 (2007: £378,000), which has been transferred to reserves.

The directors do not recommend the payment of a dividend (2007: £nil).

Directors

The directors of the Company during the period and up to the date of signing the financial statements were:

H Smyth
J Freeman

Principal risks and uncertainties

The Company's activities expose it to financial risks being primarily liquidity risk.

Liquidity risk arises as a result of the Company's intercompany debtors and creditors. The Company manages this risk by obtaining assurances from its intermediate parent undertaking, Gondola Investments Limited, that they will not seek repayment of intercompany creditors in the foreseeable future.

Statement of Directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

PandoraExpress 2 Ltd

Directors' Report (continued)

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Provision of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Financial instruments

The directors consider the Company's key financial instruments are amounts due from subsidiary undertakings and due to intermediate parent undertaking. Amounts due from/due to intermediate parent company and fellow subsidiaries, earn and bear interest at fixed rates.

Independent Auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board



J Freeman
Secretary

3 March 2009

PandoraExpress 2 Ltd

Independent auditors' report to the members of PandoraExpress 2 Ltd

We have audited the financial statements of PandoraExpress 2 Ltd for the 52 week period ended 29 June 2008 which comprise the Profit and loss account, the Balance sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 29 June 2008 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Gatwick
4 March 2009

PandoraExpress 2 Ltd

Profit and loss account for the 52 weeks ended 29 June 2008

Continuing operations	<i>Note</i>	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Net interest receivable	4	489	378
Profit on ordinary activities before taxation		489	378
Taxation on profit on ordinary activities	5	-	-
Profit for the financial period	10	489	378

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

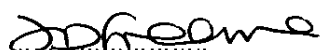
There is no material difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents.

PandoraExpress 2 Ltd

Balance sheet as at 29 June 2008

	Note	29 June 2008 £000	1 July 2007 £000
Fixed assets			
Investments	6	13	13
Current assets			
Debtors	7	77,706	66,442
Creditors: amounts falling due within one year	8	(76,262)	(65,487)
Net current assets		1,444	955
Net assets		1,457	968
Capital and reserves			
Called up share capital	9	13	13
Profit and loss account	10	1,444	955
Equity shareholders' funds	11	1,457	968

The financial statements on pages 5 to 10 were approved by the Board of Directors on 3 March 2009 and signed on its behalf by J Freeman


Director

PandoraExpress 2 Ltd

Notes to the financial statements

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards in the United Kingdom and the Companies Act 1985.

The following accounting policies have been applied:

(a) Basis of accounting

The company is exempt from the obligation to prepare and deliver group accounts as it is itself a wholly owned subsidiary of a larger group drawing up consolidated accounts, as detailed in note 12. As a consequence, these financial statements present information about the company as an individual undertaking and not about its group.

(b) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date which are due to transactions or events which have occurred at that date and which will result in an obligation to pay more, or a right to pay less, tax in the future.

Resultant deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the deferred tax assets resulting from the underlying timing differences can be recovered.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

(c) Investments

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

2 Auditors' remuneration

Auditors' remuneration was borne by a fellow group company.

3 Staff Costs

- (a) The Company had no employees during the period (2007: £nil).
- (b) No director received no remuneration from the Company during the period (2007: £nil)

Harvey Smyth is a director of the ultimate parent company, Gondola Group Ltd, and is remunerated by that company. It is not possible to make an accurate apportionment of his emoluments in respect of each of the companies of which he is a director.

Jackie Freeman is employed by PizzaExpress (Restaurants) Limited, a fellow subsidiary, and remunerated by that company in respect of her services. Her emoluments are dealt with in the accounts of PizzaExpress (Restaurants) Limited and she received no emoluments for the services to the Company.

PandoraExpress 2 Ltd

Notes to the financial statements (continued)

4 Net interest receivable

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Interest receivable		
Interest receivable from subsidiary undertaking	11,264	9,631
Interest payable and similar charges		
Interest payable to intermediate parent undertaking	(10,775)	(9,253)
Net Interest Receivable	489	378

5 Taxation on profit on ordinary activities

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
United Kingdom		
Corporation taxation charge at 29.5 per cent (2007: 30 per cent)	-	-
Tax on profit on ordinary activities	-	-

The tax for the period is lower than (2007: lower) the standard rate of corporation tax in the UK of 29.5 per cent (2007: 30 per cent). The differences are explained below:

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Profit on ordinary activities before tax	489	378
Profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 29.5 per cent (2007: 30 per cent)	144	113
Effects of:		
Group relief for not paid	(144)	(113)
	-	-

In the opinion of the directors, there are no factors that would substantially affect the Group's tax charge in future years.

PandoraExpress 2 Ltd

Notes to the financial statements (continued)

6 Investments

	£000
At 1 July 2007 and 29 June 2008	13

The Company's principal subsidiary undertakings at 29 June 2008 were:

Name of Subsidiary	Principal activity	Country of Incorporation	Proportion of Ordinary Share Capital
PandoraExpress 3 Limited	Holding Company	United Kingdom	100%

7 Debtors

	29 June 2008 £000	1 July 2007 £000
Amounts owed by subsidiary undertaking	77,706	66,442

The amounts owed by subsidiary undertaking represents debt of £77,706,000 owed by PandoraExpress 3 Limited. Interest accrues at 17% per annum and amounts to £11,264,000 in the financial year (2007: £9,631,000).

8 Creditors: amounts falling due within one year

	29 June 2008 £000	1 July 2007 £000
Amounts owed to intermediate parent undertaking	76,259	65,484
Corporation tax	3	3
	76,262	65,487

Amounts owed to intermediate parent undertaking represents debt of £76,259,000 owed to Gondola Investments Ltd. Interest accrues at 16.5% per annum and amounts to £10,775,000 in the financial year (2007: £9,253,000).

9 Share Capital

	29 June 2008 Equity £000	1 July 2007 Equity £000
Authorised:		
50,100 Ordinary shares of £1	50	50
Allotted, called up and fully paid:		
12,502 Ordinary shares of £1	13	13

PandoraExpress 2 Ltd

Notes to the financial statements (continued)

10 Reserves

	Total
	£000
At July 2 2007	955
Profit for the financial period	489
At 29 June 2008	1,444

11 Reconciliation of movements in shareholders' funds

	52 weeks ended	52 weeks ended
	29 June 2008	1 July 2007
	£000	£000
Profit for the financial period	489	378
Opening shareholders' funds	968	590
Closing shareholders' funds	1,457	968

12 Ultimate Parent Undertakings

The immediate parent company of PandoraExpress 2 Ltd is PandoraExpress 1 Limited, an indirect subsidiary of Gondola Group Limited, a limited company under the laws of England and Wales and the largest group for which consolidated financial statements are prepared. The accounts of Gondola Group Limited are available from the Company Secretary, 5th Floor, 2 Balcombe Street, London, NW1 6NW.

At 29 June 2008 Gondola Group Limited's ultimate parent undertakings were Fourth Cinven Fund (No.1) LP, Fourth Cinven Fund (No.2) LP, Fourth Cinven Fund (No.3 - VCOC) LP, Fourth Cinven Fund (No.4) LP, Fourth Cinven Fund (UBTI) LP, Fourth Cinven Fund Co-Investment Partnership, Fourth Cinven (MACIF) Partnership and Fourth Cinven Fund (FCPR) (together the "Cinven Funds"), being funds managed and advised by Cinven Limited, a company incorporated under the laws of England and Wales.

Accordingly, the directors consider the Company's ultimate controlling party to be Cinven Limited, the manager and advisor to the Cinven Funds.

13 Related party transactions

The Company is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Gondola Group Limited.

14 Cash Flow Statement

The company has taken advantage of the exemption provided by Financial Reporting Standard 1 not to produce a Cash Flow Statement on the grounds that a consolidated cash flow is produced by its parent company.